

RECORDATION NO. 20646 FILED T2, V
AUG 18 '98 11-35AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
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WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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OF COUNSEL
URBAN A. LESTER

August 18, 1998

Q. Williams
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of the following secondary documents: Memorandum of Lease Schedule No. 007, dated July 29, 1998, a Memorandum of Asset Purchase, Assignment and Assumption Agreement, dated as of August 7, 1998 and a Full Service Lease Agreement with Rider JMIR 2 dated May 1, 1998.

The enclosed documents relate to the Master Lease Agreement No. 114, schedules to which have previously been filed with the Board under Recordation Number 20646.

The names and addresses of the parties to the enclosed documents are:

Lease Schedule No. 007

Lessor: The Vaughn Group, Ltd.
8240 Beckett Park Drive, Suite D
Hamilton, Ohio 45001

Lessee: The Andersons, Inc.
480 West Dussel Drive
Maumee, Ohio 43537

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BOARD
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Counterparts -

Mr. Vernon A. Williams
August 18, 1998
Page 2

Asset Purchase, Assignment and Assumption Agreement

Assignor: The Vaughn Group, Ltd.
8240 Beckett Park Drive, Suite D
Hamilton, Ohio 45001

Assignee: Star Bank, National Association
425 Walnut Street
Cincinnati, Ohio 45202

Full Service Lease Agreement and Rider

Lessor: The Andersons, Inc.
480 West Dussel Drive
Maumee, Ohio 43537

Lessee: Johns Manville International, Inc.
P.O. Box 625005
Littleton, Colorado 80162

A description of the railroad equipment covered by the enclosed documents is:

fifteen (15) boxcars bearing BAEX reporting marks and road numbers set forth on Exhibit A attached thereto.

Also enclosed is a check in the amount of \$78.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

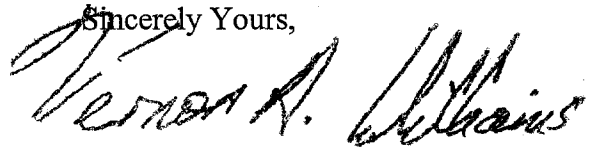
DATE:8/18/98

Robert W. Alvord
Alvord and Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3(c), on 8/18/98 at 11:35AM, and
assigned recordation number(s). 20646-T, 20646- U and 20646-V.

Sincerely Yours,



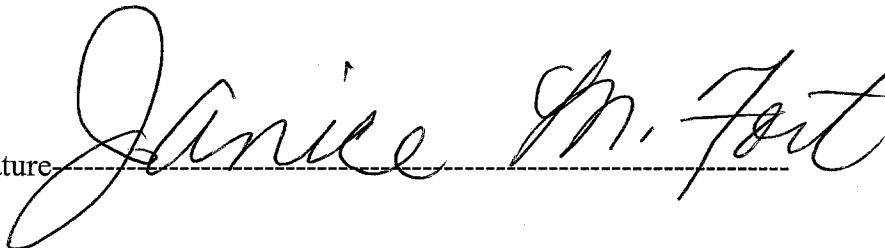
Vernon A. Williams

Enclosure(s)

78.00

\$-----The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



AUG 18 '98

11-35 AM

MEMORANDUM OF LEASE SCHEDULE NO. 007
TO MASTER LEASE AGREEMENT NO. 114

Memorandum of Lease Schedule No. 007 to Master Lease Agreement No. 114, by and between The Vaughn Group, Ltd. ("Lessor"), and The Andersons, Inc. ("Lessee").

WITNESSETH:

The undersigned have entered into that certain Lease Schedule No. 007 (the "Schedule") to Master Lease Agreement No. 114 dated March 13, 1997 (the "Lease"), whereby the Lessor agrees to lease to Lessee, and Lessee agrees to lease from Lessor in accordance with the terms and conditions hereinafter set forth in the Lease, the equipment described as railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms defined in said Schedule.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed as of the date and year first above written.

THE VAUGHN GROUP, LTD.

By: Name: John V. Handelsman
President and CEO

Title: _____

THE ANDERSONS, INC.

By: Name: GARY SMITHTitle: V.P. FUEL PRMGR

Exhibit A

Plate F Hi-Cube sixty (60) foot, seventy (70) ton Box Cars with sliding doors

	Previous Owner:	Old Car No.	Manufacturer	Mo./Yr. Built	New Car No.
1	Conrail	CR216862	Berwick Forge	03/73	BAEX000527
2	Conrail	CR216876	Berwick Forge	02/73	BAEX000528
3	Conrail	CR216898	Berwick Forge	02/73	BAEX000529
4	Conrail	CR278051	Berwick Forge	02/73	BAEX000530
5	Conrail	CR278064	Berwick Forge	02/73	BAEX000531
6	Conrail	CR278091	Berwick Forge	02/73	BAEX000532
7	Conrail	CR278122	Berwick Forge	03/73	BAEX000533
8	Conrail	CR277116	Berwick Forge	09/68	BAEX000534
9	Conrail	CR277708	Berwick Forge	03/69	BAEX000535
10	Conrail	CR277740	Berwick Forge	08/68	BAEX000536
11	Conrail	CR216889	Berwick Forge	03/73	BAEX000537
12	Conrail	CR278826	Berwick Forge	01/69	BAEX000538
13	Conrail	BO410133	Berwick Forge	04/78	BAEX000539
14	Conrail	BO410427	Berwick Forge	06/78	BAEX000540
15	CSX	CSXT160206	Berwick Forge	07/77	BAEX000601

STATE OF Ohio)
COUNTY OF Butler) SS

On this 29th day of July, 1998 before me personally appeared John V. Handelsman, to me personally known, who being duly sworn, says that he is the President and CEO of The Vaughn Group, Ltd., that said instrument was signed on behalf of said company by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

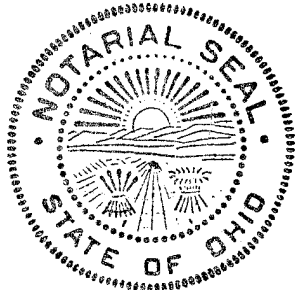


Kathy J. Voegelé
Notary Public

KATHY J. VOEGELE
Notary Public, State of Ohio
My Commission Expires Aug. 16, 2000

STATE OF OHIO)
COUNTY OF LUCAS) SS

On this 27th day of July, 1998 before me personally appeared Gary Smith, to me personally known, who being duly sworn, says that he/~~she~~ is the V.P. Finance; Treasurer of The Andersons, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Julie Ann Dibble
Notary Public
JULIE ANN DIBBLE
Notary Public, State of Ohio
My Commission Expires 8-20-2000

My commission expires: